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Presentment Date: January 25, 2011 at 12:00 Noon
Objection Deadline: January 25, 2011 at 11:00 a.m.

Conflicts Counsel to the Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY,)	Case No. 09-50026 (REG)
<i>et al.,</i>)	
)	
Debtors.)	(Jointly Administered)

**NOTICE OF PRESENTMENT OF STIPULATION OF SETTLEMENT
AMONG DEBTOR MOTORS LIQUIDATION COMPANY, GENERAL
MOTORS LLC, WILMINGTON TRUST COMPANY
AND DEUTSCHE BANK AG RESOLVING MOTION TO
LIFT STAY AND CROSS-MOTION FOR IMMEDIATE PAYMENT
AND AGREED ORDER APPROVING THE SETTLEMENT**

PLEASE TAKE NOTICE, that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), by their attorneys, Togut, Segal & Segal LLP, will present the annexed Stipulation of Settlement among Debtor Motors Liquidation Company, General Motors LLC, Wilmington Trust Company and Deutsche Bank AG Resolving Motion to Lift Stay and Cross-Motion for Immediate Payment and Agreed Order Approving the Settlement (the “**Order**”) to the Honorable Robert E. Gerber, United States Bankruptcy Judge, in his Chambers, Room 627, at the United States Bankruptcy Court, One Bowling Green, New York, New York 10004, for signature on January 25, 2011 at 12:00 noon (the “**Presentment Date**”); and

PLEASE TAKE FURTHER NOTICE, that objections, if any, to the proposed Order must be made in writing and received in Judge Gerber's Chambers, Room 627 of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, by January 25, 2011 at 11:00 a.m. ("**Objection Deadline**"). Unless objections are received by that time, the Order may be signed on the Presentment Date.

PLEASE TAKE FURTHER NOTICE, that pursuant to General Order M-182,¹ any objection filed by parties with legal representation shall be filed on or before the Objection Deadline (i) through the Bankruptcy Court's Electronic Case Filing System ("**ECF**")² which may be accessed at the Bankruptcy Court's Internet web site at www.nysb.uscourts.gov, using Netscape Navigator software version 3.0 or higher, and (ii) in portable document format ("**PDF**") using Adobe Exchange software for conversion.

PLEASE TAKE FURTHER NOTICE, that any party that is either without legal representation or that is unable to file documents electronically shall file its objection on or before the Objection Deadline in PDF format on a 3-1/2" floppy diskette in an envelope clearly marked with the case name, case number, type and title of document, document number of the document to which the objection refers and the file name of the document.

PLEASE TAKE FURTHER NOTICE, that objections, if any, must be served in accordance with the provisions of General Order M-182 so that they are **received** on or before the Objection Deadline by (i) conflicts counsel to Motors

¹ Copies of General Order M-182 and the User's Manual for the Bankruptcy Court's Electronic Case Filing System are available at the official web site of the United States Bankruptcy Court for the Southern District of New York at www.nysb.uscourts.gov.

² Filing documents on the ECF requires a password, which an attorney may obtain by contacting the Bankruptcy Court's technical assistance department at (212) 668-2870, ext. 3522, Monday through Friday, 8:30 a.m. to 5:00 p.m.

Liquidation Company, *et al.*, Togut, Segal & Segal, One Penn Plaza, Suite 3335, New York, New York, Attn.: Scott E. Ratner, Esq. and Richard K. Milin, Esq.; (ii) the United States Trustee for the Southern District of New York; (iii) counsel to the Unsecured Creditors Committee, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn.: Thomas Moers Mayer, Esq. and Robert T. Schmidt, Esq.; (iv) counsel to Wilmington Trust Company, Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, 47th Floor, New York, New York 10166, Attn.: David M. Feldman, Esq., and Keith Martorana, Esq.; (v) counsel to General Motors LLC, King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn.: Scott Davidson, Esq.; (vi) counsel to Deutsche Bank AG, Bingham McCutchen LLP, 399 Park Avenue, New York, New York 10022, Attn.: Robert M. Dombroff, Esq., Jeffrey S. Sabin, Esq., and Jared R. Clark, Esq.; (vii) Lev L. Dassin, Acting United States Attorney for the Southern District of New York on behalf of the United States Department of Treasury, 86 Chambers Street, Third Floor, New York, New York 10007, Attn.: David S. Jones, Esq., Jeffrey S. Oestericher, Esq., Matthew L. Schwartz, Esq. and Joseph N. Cordaro, Esq., Assistant United States Attorneys; (viii) counsel to the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims, Caplin & Drysdale, Chartered, 375 Park Avenue, 35th Floor, New York, NY 10152-3500, Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.; and (ix) any party in interest having filed a notice of appearance.

PLEASE TAKE FURTHER NOTICE, that if no objections to the Order are timely filed, served and received in accordance with the terms hereof, the Bankruptcy Court may enter an order approving the Order without further notice.

DATED: New York, New York
January 18, 2011

MOTORS LIQUIDATION COMPANY (f/k/a
GENERAL MOTORS CORPORATION), *et al.*
By Their Conflicts Counsel
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Richard K. Milin
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